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Mack H. Shumate, Jr.
Senior General Attorney, Law Department

July 21, 2009

VIA E-Filing

Hon. Anne K. Quinlan, Acting Secretary
Surface Transportation Board
Section of Environmental Analysis
395 East, S.W., Room 1149
Washington, DC 20024

**RE: Docket No. AB-33(Sub-No.175X), Union Pacific Railroad Company - Abandonment
Exemption - - In Hamilton County, Iowa (Ellsworth Industrial Lead)**

Dear Secretary Quinlan:

Union Pacific Railroad Company ("Union Pacific") has received a request from the Iowa Natural Heritage Foundation ("INHF"), on behalf of Webster County, Iowa and the Iowa Trails Council, dated July 1, 2009, to the Board seeking permission to finalize negotiations as a participant in the subject proceedings regarding that portion of the Union Pacific right-of-way known as the Ellsworth Industrial Lead from M.P. 0.0 near Jewell to the end of the track at M.P. 3.2 at Ellsworth, a distance of 3.2 miles in Hamilton County, Iowa (the "Line").

Union Pacific has no objection to INHF being added as a participant for purposes of completion of negotiations and closing of a sale of the Line under the National Trails System Act to INHF on behalf of Webster County, Iowa and Iowa Trails Council. A copy of the INHF's request dated July 1, 2009 is attached hereto as Exhibit "A" and hereby made a part hereof.

Sincerely yours,

A handwritten signature in black ink, appearing to be "M. H. Shumate, Jr.", written over the "Sincerely yours," text.

Attachment

cc: Mark C. Ackelson
Iowa Natural Heritage Foundation

O:\ABANDONMENTS\33-175X\STB-NIT6.doc

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IOWA
NATURAL HERITAGE
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"for those who follow"

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EXHIBIT "A"

July 1, 2009

Anne K. Quinlan
Surface Transportation Board
1925 "K" Street, NW
Washington, D.C. 20423-0001

RE: STB Docket No. AB-33 (Sub-No. 175X)

Union Pacific Railroad Abandonment of its Ellsworth Industrial Lead, between
M.P. 0.0 near Jewell to M.P. 3.2 at Ellsworth, a distance of 3.2 miles in
Hamilton County Iowa;

Dear Ms Quinlan:

This letter is to clarify the role of the Iowa Natural Heritage Foundation in the above captioned proceeding. The Iowa Natural Heritage Foundation (INHF) was not the primary petitioner in this case, but was noted as a potential participant. At this time we have been asked to assist with the final negotiations with Union Pacific Railroad on behalf of Webster County and the Iowa Trails Council.

Because of this request by the original petitioners INHF requests permission to finalize negotiations a participant in the proceedings.

The STB issued the decision dated March 19, 2009 to extend the Notice of Interim Trail Use to August 23, 2009. We anticipate closing on the acquisition prior to this date.

Statement of willingness to assume financial responsibility:

The railroad right-of-way in this proceeding continues to be suitable for railbanking and interim trail use. In order to establish interim trail use and railbanking under section 8(d) of the National Trails System Act, 16 U.S.C.1247(d),

and 49 C.F.R. 1152.29(a)(2) and (3), INHF is willing to assume full responsibility for management of, for any legal liability arising out of the transfer or use of, and for the payment of any and all taxes that may be levied or assessed against the right-of-way owned by UP Railroad Company after the transfer of ownership of the corridor to INHF.

The Webster County Conservation Board and the Natural Heritage Foundation acknowledge that the use of the right-of-way is subject to the user's continuing to meet its responsibilities described above and subject to possible future reconstruction and reactivation of the right-of-way for rail service.

Sincerely,



Mark C. Ackelson
President

cc: Union Pacific Railroad Company c/o Mack Schumate, Room 1920, 101 N. Whacker Drive, Chicago, IL 60606 via FAX number 312-777-2065.

Webster County Conservation Board
Iowa Trails Council